

International Council on Systems Engineering

Los Angeles Area Chapter

Bylaws

10/08/2017 REVISION [Approved 8/26/2018]

ARTICLE I - NAME

The name of this organization shall be the Los Angeles Chapter of the International Council on Systems Engineering, hereinafter designated as the CHAPTER. The CHAPTER shall maintain an affiliation with the International Council on Systems Engineering, hereinafter referred to as INCOSE.

ARTICLE II - PURPOSE

The purpose of the CHAPTER is to foster the definition, understanding, and practice of world class systems engineering in industry, academia, and government. It is also intended to provide a forum for the dissemination of systems engineering concepts and ideas for the community of system engineering professionals of the Greater Los Angeles area.

ARTICLE III - OBJECTIVES

The CHAPTER provides a regional forum for achieving CHAPTER and INCOSE objectives. The CHAPTER, through its involvement with INCOSE, will:

- Provide a focal point for dissemination of systems engineering knowledge.
- Promote collaboration in systems engineering practice, education, and research.
- Assure the existence of professional standards for integrity in the practice of systems engineering.
- Improve the professional status of all persons engaged in the practice of systems engineering.
- Encourage governmental and industrial support for research and education programs that will improve systems engineering processes and practices.

The CHAPTER shall be organized as a satellite of INCOSE under the articles of incorporation of INCOSE.

ARTICLE IV - ACTIVITIES

SECTION 1. The CHAPTER encourages member participation in committees, working groups, and forums formed to identify and resolve systems engineering issues of local and national interest.

SECTION 2. The CHAPTER encourages conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.

SECTION 3. The CHAPTER provides its members with a membership listing and will initiate newsletters, bulletins, technical journals, and electronic bulletin boards, when feasible, to improve the dissemination of the systems engineering knowledge base.

SECTION 4. The CHAPTER encourages coordination, working relationships, research partnerships, accreditation efforts and other appropriate activities with the local universities.

ARTICLE V - AMENDMENTS

The Bylaws may be amended in the manner provided in the Bylaws.

SECTION 1. Amendments to the Bylaws may be proposed by the Ways and Means Committee, by the Board, or by written petition of at least 15% of the active individual members of the CHAPTER.

SECTION 2. Proposed amendments shall be considered by the Ways and Means Committee and the Board which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted to the entire membership for review at least thirty (30) days prior to the membership voting for approval or disapproval.

SECTION 3. Approval of Amendments requires a two-thirds affirmative vote by the voting membership of the CHAPTER present at the time the vote is taken.

SECTION 4. These Bylaws may be modified, altered, or amended at any meeting of the CHAPTER, by the affirmative vote of two-thirds of the members present and voting, but not at any special meeting, unless notice of such intention has been included in the notice of such special meeting. Amendments must be provided in writing to the Ways and Means Committee, to the Board, and to all other members of the CHAPTER at least thirty days prior to the meeting at which a vote is to be taken upon the amendment.

ARTICLE VI - CHAPTER MEETINGS

SECTION 1. Business meetings of the CHAPTER shall be quarterly as a minimum. The dates of these meetings and scheduling of any special meetings shall be the responsibility of the Board.

SECTION 2. All questions coming before the CHAPTER shall be decided by a majority of the votes cast, except as otherwise provided in the CHAPTER. For any vote of the CHAPTER members, a valid quorum shall be 25% of the eligible individual membership.

SECTION 3. Unless otherwise specified in these Bylaws, vocal or "show-of-hands" voting shall be used in meetings. Ballots shall be used when voting to amend the Bylaws, when voting for Officers and Directors At-large, and when recommended by the Board in voting on CHAPTER matters. Use of electronic survey tools that limits participation shall be acceptable for ballots.

SECTION 4. Each individual member in good standing may participate in the discussions or proceedings of any of the regular, annual, or special CHAPTER meetings, and may vote on all questions and in all elections in such meetings.

SECTION 5. Each individual member in good standing, present at any of the regular, annual or special CHAPTER meetings shall be entitled to one vote on all questions submitted to the membership.

SECTION 6. Robert's Rules of Order, where applicable, shall determine the conduct of business in all meetings of the CHAPTER, its governing body and committees, except when inconsistent with the CHAPTER Bylaws.

SECTION 7. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing (electronic and otherwise) to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

ARTICLE VII - MEMBERSHIP

SECTION 1. The membership of the CHAPTER consists of individuals and organizations whose interests are consistent with the objectives defined in Article III and who meet the requirements for membership. CHAPTER members shall also be members of INCOSE. The CHAPTER is open to individuals, institutions, and organizations which share a common commitment to the enhancement of systems engineering practice and knowledge. Membership in the CHAPTER is effective the date of receipt of the INCOSE established dues or the date of Board approval, whichever occurs later.

SECTION 2. Any member of INCOSE, in good standing as defined by the policies and by-laws of INCOSE, shall be counted as a member of the CHAPTER if he/she so chooses to join the CHAPTER or if so designated by INCOSE. Individual and student membership dues provide membership to both INCOSE and CHAPTER.

SECTION 3. The CHAPTER supports the principles of equality, equal opportunity, and equal treatment under the law. The CHAPTER is open to all persons, regardless of race, creed, color, national origin, or any other arbitrary classification inasmuch as that person is also a member of INCOSE. The CHAPTER does and will abide by all government regulations relating to equal opportunity and nondiscriminatory practices.

SECTION 4. Membership in the CHAPTER and the obligation for dues continue from year to year. Each member's membership year begins with the month the dues are paid to INCOSE. Any member not in arrears for dues is considered to be in good standing. Any member in arrears for dues for three months shall cease to be a member of the CHAPTER, at the discretion of the CHAPTER President. Membership may be terminated for non-payment of dues. Membership may also be terminated for conduct that can cause detriment to INCOSE or the CHAPTER, for conduct that can adversely affect the reputation of INCOSE or the CHAPTER, or for conduct which is contrary to or destructive of the objectives of INCOSE or the CHAPTER as determined by the Board of Directors.

SECTION 5. Involuntary separation of a member from the CHAPTER for reasons other than non-payment of dues requires an affirmative two-third vote by the CHAPTER members present and voting at a CHAPTER meeting. Notice of such a vote must be provided in writing to the Board and the CHAPTER membership at least thirty days prior to the meeting.

ARTICLE VIII - BOARD OF DIRECTORS

SECTION 1. General policies of the CHAPTER shall be controlled by the Board through its powers to initiate changes in the CHAPTER Bylaws, to establish budget policies, and to review the reports of the committees.

SECTION 2. All meetings of the Board shall be conducted according to Robert's Rules of Order, Revised, except where there is a conflict with the CHAPTER Bylaws.

SECTION 3. At meetings of the Board a quorum shall consist of a simple majority of the total Board. The President (Vice President/President-Elect in the absence of the President or Immediate Past President in the absence of both the President and the Vice President/President-Elect) must be presiding at Board meetings at which a quorum is required.

SECTION 4. The determination of operating policies and the control of the affairs, property and funds of the CHAPTER shall be vested in the Board, except as otherwise provided by the CHAPTER Bylaws.

SECTION 5. The Board shall approve CHAPTER operating budgets with a simple majority, per the criteria established in Section 3.

SECTION 6. The membership of the Board is comprised of the following offices:

- President
- Vice-President
- Treasurer
- Secretary
- Ways & Means Chair (two-year term)
- Membership Chair (two-year term)
- Programs Committee Chair (two-year term)
- Systems Engineering Education Chair
- Communications Committee Chair.

SECTION 7. The CHAPTER shall establish a Board of Directors, hereinafter referred to as the Board, to set CHAPTER goals and direction. Only a CHAPTER Individual member may be a Director.

SECTION 8. The Board is chaired by the CHAPTER President. The Board shall consist of the CHAPTER officers and five At-large Directors who are the chairman of the five standing committees, (Article X). The Board directs the operation and management of the CHAPTER. The CHAPTER shall strive to provide Board representation of Academia, Industry, and Government.

SECTION 9. The Board meets bimonthly at a minimum and at such other times as the Board may choose.

SECTION 10. At-large Directors serve Board terms of two years, taking office on the first Board meeting of the year immediately following the elections. At-large Director terms shall be staggered, such that the elections shall be held based on seat vacancies.

ARTICLE IX - OFFICERS

SECTION 1. The Officers of the CHAPTER are the:

- President
- Vice President/President-Elect
- Immediate Past President
- Secretary
- Treasurer.

Only CHAPTER individual members may be Officers.

SECTION 2. The President is the Chief Executive Officer of the CHAPTER providing general supervision of CHAPTER affairs. The President presides at CHAPTER meetings and Board meetings. The President is the chairperson of the Board of Directors. The President is a member of the Board

and an ex officio member of all committees except the Nominations and Election Committee. The President is responsible for ensuring Board representation at INCOSE annual meetings.

SECTION 3. The Vice President/President-Elect assists the President and assumes the duties of the President when the President is unable to perform his or her aforementioned duties. The Vice President/President-Elect succeeds to the position of the President, if the President vacates his or her position prior to the completion of the President's term of office. The Vice President/President-Elect is a member of the Ways and Means Committee and a member of the Board.

SECTION 4. The Immediate Past President serves the President in a consultative capacity. The Immediate Past President is the Nominations and Elections Committee Chair, the CHAPTER historian, and a member of the Board. As the historian, the Immediate Past President is responsible for documenting the accomplishments and key events that occurred during the immediate past term. In the event that both the President and the Vice President/President-Elect positions become vacant, the Board of Directors will elect a president and Vice President/President-Elect to complete the term.

SECTION 5. The Secretary prepares minutes of all meetings of the CHAPTER and maintains all records not especially assigned to others. The Secretary provides communication between the Board and INCOSE. The Secretary is a member of the Board.

SECTION 6. The Treasurer is responsible for the financial affairs of the CHAPTER. The Treasurer receives all funds paid to the CHAPTER and makes payment of all bills incurred by the CHAPTER as approved by the Board. The Treasurer makes a written annual report of the financial affairs of the CHAPTER available to all members. He/she also provides a current financial statement at each Board meeting. The Treasurer shall provide appropriate financial reports to the Treasurer of INCOSE. The Treasurer is a member of the Ways and Means Committee and a member of the Board.

SECTION 7. Officer terms are one year, taking office on the first Board meeting of the year immediately following the elections. The number of terms, consecutive or otherwise, is not to be limited except as provided for in the CHAPTER nominations and elections process.

SECTION 8. In the event that the Vice President/President-Elect, Secretary or Treasurer vacates his or her position prior to the completion of his or her term, the Board shall appoint a Director at-large to fill that position. In the event that both the President and the Vice President/President-Elect vacates their position, the Immediate Past President shall serve as Interim President and new elections shall be held within 60 days of the time that the President vacated his or her position. If the Past President position is also vacant, then the Board shall appoint a Director at-large to serve as Interim President and new elections shall be held within 60 days of the time that the President vacated his or her position. The new President and Vice President/President-Elect's terms shall begin no later than two (2) weeks after the election.

SECTION 9. At-large Directors serve ex officio as Committee Chairpersons. Only Chapter Members can be at-large Directors.

SECTION 10. Vacancies will be filled by nomination of the President and approval of the Board. Individuals appointed to fill vacancies shall serve until the next CHAPTER election at which time the CHAPTER shall elect a replacement.

ARTICLE X - COMMITTEES

The standing Committees of the CHAPTER are the:

- Programs Committee
- Communications Committee
- Membership Committee
- Ways and Means Committee
- Systems Engineering Education Committee
- Nominations and Elections Committee.

Only CHAPTER individual members may be Committee members. Committee members are selected through open solicitations for volunteers via the Communications Committee. In the event of insufficient volunteers, the Committee Chairperson may select members. Committee membership is subject to approval by the Board.

SECTION 1. The Programs Committee chairperson is responsible for organizing a Programs Committee, conducting committee meetings, overseeing all Programs Committee activities, and reporting committee activities to the Board. The Programs Committee is responsible for planning CHAPTER meetings to include establishing meeting locations, finding speakers, and setting up any amenities. The Programs Committee will meet quarterly as a minimum.

SECTION 2. The Communications Committee chairperson is responsible for organizing a Communications Committee, conducting committee meetings, overseeing all Communications to the membership, Committee activities, and reporting on committee activities to the Board. The Communications Committee is responsible for the dissemination of information among CHAPTER members, publicizing the events and activities of the CHAPTER, publicizing open committee slots, and disseminating election material. The Communications Committee will meet quarterly as a minimum.

SECTION 3. The Membership Committee chairperson is responsible for organizing the Membership Committee, conducting committee meetings, overseeing all Membership Committee activities, and reporting on committee activities to the Board. The Membership Committee is responsible for developing and implementing methods to expand the membership of the CHAPTER. This includes, but is not limited to, invitations to potential new members, follow-up to convert interest to membership, and retention of existing members. The Membership Committee will meet quarterly as a minimum.

SECTION 4. The Ways and Means Committee chairperson is responsible for organizing a Ways and Means Committee, conducting committee meetings, overseeing all Ways and Means Committee activities, and reporting on committee activities to the Board. The Ways and Means Committee is responsible for the bylaws, incorporation papers (if required), and long- range planning and guidance of the CHAPTER. The Ways and Means Committee will meet quarterly as a minimum. The Ways and Means Committee shall also be responsible for the long range financial planning for the CHAPTER. This function includes preparing the budget for the following fiscal year, and investment

oversight of CHAPTER assets, subject to IRS regulations regarding nonprofit organizations. The Vice-President and the Treasurer are members of the Ways and Means Committee.

SECTION 5. The Systems Engineering Education Committee chairperson is responsible for organizing a Systems Engineering Education Committee, conducting committee meetings, overseeing all Systems Engineering Education Committee activities, and reporting on committee activities to the Board. The Systems Engineering Education Committee is responsible for developing and implementing methods to identify and resolve issues concerning the training and education of systems engineers. The Systems Engineering Education Committee will meet quarterly as a minimum and provide CHAPTER representation at the appropriate national working group meetings and activities.

SECTION 6. The Nominations and Elections Committee is a non-standing committee that is constituted annually. It is chaired by the Immediate Past President. The Nominations and Elections Committee is responsible for soliciting nominations for Officers and Directors, for notifying CHAPTER members of pending elections, for administering the election process, and for verifying and announcing election results.

SECTION 7. Ad hoc committees may be established by the Board or standing committees as the need arises. Each ad-hoc committee reports to the Board or the committee that chartered it. The Board or standing committee shall define the need, scope, powers, duties and governing rules for the ad-hoc committee.

SECTION 8. Each standing committee chairperson shall coordinate their efforts with the corresponding INCOSE committee chairperson.

ARTICLE XI - ELECTIONS

SECTION 1. Nominations for Officers and Directors and the election process is the responsibility of the Nominations and Elections Committee. If the Immediate Past President position is vacant, the Nominations and Elections Committee chairperson shall be selected by the Board. President and other Ways and Means are standing members. The Nominations and Elections Committee members shall be recommended by the committee chairperson and approved by the Board at least ninety (30) days prior to the election.

SECTION 2. The Nominations and Elections Committee shall prepare and validate a slate of candidates for open offices. The slate shall be presented to the membership at least thirty (30) days prior to the election deadline. The slate of candidates will include all Officers except the Immediate Past President, whose position is filled automatically. At-large Directors shall be elected to specific committee chairs. No candidate may be presented for more than one office.

SECTION 3. The Officers (except Immediate Past President) and At-large Directors shall be elected by receiving the largest number of the votes cast by the CHAPTER individual members during the balloting period. When a new President is installed, the President being replaced becomes the Immediate Past President. He/she remains Immediate Past President until replaced by the newly installed President.

SECTION 4. Newly elected officers and directors will be introduced and installed at the first meeting of the CHAPTER calendar year for which the officers were elected.

SECTION 5. Officer or Director vacancies will be filled by the President, with approval of the Board, to serve out the remaining term of office. Immediate Past President vacancies shall not be filled.

SECTION 6. Officers initially elected shall serve until the end of the first CHAPTER calendar year. Two At-large Directors (chairing the Communications and Systems Engineering Development Committees) initially elected shall serve until the end of the first CHAPTER calendar year. The remaining At-large Directors (chairing the Programs, Membership, and Ways and Means Committees) initially elected shall serve until the end of the second CHAPTER calendar year.

SECTION 7. If any Board member resigns or is removed from office, the Board will choose that member's replacement.

SECTION 8. If any member is serving in more than one voting board position concurrently, that member shall have only one vote on the board of directors.

ARTICLE XII - FINANCES

SECTION 1. The fiscal year and the calendar year of the CHAPTER is from January 1 to December 31, inclusive.

SECTION 2. The Los Angeles Chapter of the International Council on Systems Engineering (INCOSE) shall operate as a local chapter of INCOSE under IRS regulation Section 501(c). The Los Angeles Chapter shall abide by INCOSE's Articles of Incorporation, Bylaws and written Operating Procedures, as they pertain to INCOSE's local CHAPTER.

SECTION 3. The Board is responsible for ensuring adherence to the annual budget. The annual budget shall be prepared by the Treasurer and reviewed by the Board. The proposed annual budget shall be presented to the CHAPTER for approval at least thirty days before the beginning of the fiscal year.

SECTION 4. The Treasurer is authorized and empowered on behalf of the CHAPTER to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, re-invest, and manage the same and to apply said property and the income arising therefrom to the objective of the CHAPTER. The Treasurer shall also have the power to allocate available funds for the purposes of carrying out the objectives of the CHAPTER. Security of all income to the CHAPTER shall be the responsibility of the Treasurer. Preparation of the CHAPTER annual budget shall be the responsibility of the Treasurer.

SECTION 5. All instruments of the payment of money in an amount of less than or equal to one thousand dollars (\$1000.00) by the CHAPTER shall be drawn in the name of the CHAPTER and signed by the Treasurer. All instruments of the payment of money in excess of one thousand dollars (\$1000.00) by the CHAPTER shall be drawn in the name of the CHAPTER, signed by the Treasurer, and counter-signed by the President, Vice President/President-Elect, Secretary, or the immediate Past President of the CHAPTER.

SECTION 6. All instruments of payment drawn in the name of the CHAPTER and signed by the Treasurer will be audited by an independent member of the CHAPTER each year. The independent member will be appointed by the Board of Directors.

SECTION 7. A budget of estimated expenditures and receipts shall be established for each fiscal year. The budget must be accepted by the majority of the CHAPTER individual membership present at a CHAPTER meeting. Debts shall not be incurred by the CHAPTER beyond available funds.

SECTION 8. CHAPTER members may receive such reimbursement of pre-approved expenses as may be determined by the board of directors.

SECTION 9. The Officers and Directors shall serve without pay.

ARTICLE XIII - DISSOLUTION

The CHAPTER shall use its funds only to accomplish the objective and purposes specified in these Bylaws. No part of its funds or assets shall inure to or be distributed to the members or officers of the CHAPTER. On dissolution of the CHAPTER, the net assets remaining after payment of all debts shall revert to INCOSE within ninety (90) days of dissolution, to be used for charitable and educational purposes under Section 501 (c) (3) of the U.S. Internal Revenue Code, as it now exists or as may be amended.

ARTICLE XIV - INUREMENT

The CHAPTER is not organized for peculiarly profit, nor shall it have any power to issue certificates of stock or pay dividends, inure, upon dissolution or otherwise, to the private benefit of regarding inurement.